

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

In re:	§	Chapter 11
	§	
FIELDWOOD ENERGY LLC, et. al,	§	Case No. 20-33948(MI)
	§	
Debtors.¹	§	(Jointly Administered)
	§	
	§	

**DEBTORS' COUNTER-DESIGNATION OF ITEMS
TO BE INCLUDED IN THE RECORD ON APPEAL**

Pursuant to Rule 8009 of the Federal Rules of Bankruptcy Procedure (the “**Federal Rules**”), Fieldwood Energy LLC (“**Fieldwood**”)² and its debtor affiliates, as debtors and debtors in possession in the above-captioned chapter 11 cases (collectively, the “**Debtors**”) respectfully submit these counter-designations of items to be included in the record on appeal with respect to the appeals from the June 25, 2021 *Findings of Fact, Conclusions of Law, and Order Confirming Eighth Amended Joint Chapter 11 Plan of Fieldwood Energy LLC and its Affiliated Debtors* (ECF No. 1751) (the “**Confirmation Order**”), before the United States District Court for the Southern District of Texas (the “**District Court**”) at Case Nos. 4:21-cv-2201, 4:21-cv-2202, and 4:21-cv-2243.

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, as applicable, are: Dynamic Offshore Resources NS, LLC (0158); Fieldwood Energy LLC (6778); Fieldwood Energy Inc. (4991); Fieldwood Energy Offshore LLC (4494); Fieldwood Onshore LLC (3489); Fieldwood SD Offshore LLC (8786); Fieldwood Offshore LLC (2930); FW GOM Pipeline, Inc. (8440); GOM Shelf LLC (8107); Bandon Oil and Gas GP, LLC (9172); Bandon Oil and Gas, LP (9266); Fieldwood Energy SP LLC (1971); Galveston Bay Pipeline LLC (5703); and Galveston Bay Processing LLC (0422). The Debtors’ primary mailing address is 2000 W. Sam Houston Parkway S., Suite 1200, Houston, TX 77042.

² Fieldwood is a Delaware limited liability company with its principal place of business located at 2000 W. Sam Houston Parkway S., Suite 1200, Houston, TX 77042.

I. Designation of Items to be Included in the Record on Appeal

1. The Debtors counter-designate the following items for inclusion in the record on appeal.³ Each designated item shall also include any and all exhibits and documents annexed to and referenced within such item.

A. Documents Filed in Bankruptcy Court

<i>ECF No.</i>	<i>Date</i>	<i>Description</i>
754	01/10/2021	Transcript from January 4, 2021 Hearing
1124	03/24/2021	Omnibus Reply of Debtors to Objections to Disclosure Statement
1125	03/24/2021	Ad Hoc Group's Statement in Support of the Debtors' (A) Motion and Reply in Support of the Disclosure Statement and (B) Emergency Motion for Order (I) Authorizing Entry Into the Backstop Commitment Letter, (II) Approving Obligations Thereunder, and (III) Granting Related Relief
1156	03/25/2021	Transcript from March 24, 2021 Hearing, attached hereto as Exhibit A
1188	03/29/2021	PDF File With Audio File Attachment from March 29, 2021 Hearing
1286	04/15/2021	Amended Order (I) Approving Disclosure Statement and Form and Manner of Notice of Disclosure Statement Hearing; (II) Establishing Solicitation and Voting Procedures; (III) Scheduling Confirmation Hearing; (IV) Establishing Notice and Objection Procedures for Confirmation of the Proposed Plan; (V) Approving Notice and Objection Procedures for the Assumption of Executory Contracts and Unexpired Leases; (VI) Approving Procedures for Objections to the Assignment and Transfer of Property of the Estate; and (VII) Granting Related Relief
1308	04/23/2021	Transcript from April 14, 2021 Hearing, attached hereto as Exhibit B
1376	05/14/2021	Transcript from April 1, 2021 Hearing
1553	06/13/2021	Debtors' Memorandum of Law in Support of (I) Confirmation of Fourth Amended Joint Chapter 11 Plan of Fieldwood Energy LLC and its Affiliated Debtors and (II) Omnibus Reply to Objections Thereto
1561	06/15/2021	Summary Chart of Plan Objections

³ The Debtors also incorporate by reference herein the items identified for inclusion in the record on appeal by Lexon Insurance Company, Ironshore Indemnity Inc. and Ironshore Specialty Insurance Company (collectively, "**Lexon**") at ECF No. 1890, North American Specialty Insurance Company ("**NAS**") at ECF No. 1891, and Liberty Mutual Insurance Company ("**Liberty**"), Travelers Casualty & Surety Company of America ("**Travelers**"), and XL Specialty Insurance Company ("**XL**") at ECF No. 1917.

ECF No.	Date	Description
1615-1		Notice of Filing of Solicitation Versions of Plan and Disclosure Statement, ECF No. 1287, dated 04/15/21
1615-2		Disclosure Statement for Fourth Amended Joint Chapter 11 Plan of Fieldwood Energy LLC and its Affiliated Debtors, ECF No. 1285, dated 04/15/21
1615-3		Solicitation Version of Fourth Amended Joint Chapter 11 Plan of Fieldwood Energy LLC and Its Affiliated Debtors, Exhibit A to Disclosure Statement, ECF No. 1285-1, dated 04/15/21
1615-4		Leases, Rights of Way and Rights of Use and Easement Related to Purchased Oil & Gas Lease Interests, Exhibit B to Disclosure Statement, ECF No. 1285-1, dated 04/15/21
1615-5		Leases, Rights of Way and Rights of Use and Easement Related to FWE I Oil & Gas Lease Interests, Exhibit C to Disclosure Statement, ECF No. 1285-1, dated 04/15/21
1615-6		Leases, Rights of Way and Rights of Use and Easement Related to FWE III Oil & Gas Lease Interests, Exhibit D to Disclosure Statement, ECF No. 1285-1, dated 04/15/21
1615-7		Leases, Rights of Way and Rights of Use and Easement Related to FWE IV Oil & Gas Lease Interests, Exhibit E to Disclosure Statement, ECF No. 1285-1, dated 04/15/21
1615-8		Leases, Rights of Way and Rights of Use and Easement Related to Abandoned Properties, Exhibit F to Disclosure Statement, ECF No. 1285-1, dated 04/15/21
1615-9		Plan Release Provisions, Exhibit G to Disclosure Statement, ECF No. 1285-1, dated 04/15/21
1615-10		Credit Bid Purchase Agreement, Exhibit H to Disclosure Statement, ECF No. 1285-1, dated 04/15/21
1615-11		First Lien Exit Facility Commitment Letter, Exhibit I to Disclosure Statement, ECF No. 1285-1, dated 04/15/21
1615-12		Second Lien Exit Facility Term Sheet, Exhibit J to Disclosure Statement, ECF No. 1285-1, dated 04/15/21
1615-13 1615-14 1615-15 1615-16		Apache Term Sheet Implementation Agreement, Exhibit K to Disclosure Statement, ECF No. 1285-1, dated 04/15/21
1615-17		Organizational Chart, Exhibit L to Disclosure Statement, ECF No. 1285-1, dated 04/15/21

<i>ECF No.</i>	<i>Date</i>	<i>Description</i>
1615-18		Liquidation Analysis, Exhibit M to Disclosure Statement, ECF No. 1285-1, dated 04/15/21
1615-19		Valuation Analysis, Exhibit N to Disclosure Statement, ECF No. 1285-1, dated 04/15/21
1615-20		Financial Projections, Exhibit O to Disclosure Statement, ECF No. 1285-1, dated 04/15/21
1615-21		Chevron Term Sheet, Exhibit P to Disclosure Statement, ECF No. 1285-1, dated 04/15/21
1615-22 1615-23		Notice of Filing of Plan Supplement in Connection with Fourth Amended Joint Chapter 11 Plan of Fieldwood Energy LLC and its Affiliated Debtors with exhibits (“Plan Supplement”), ECF No. 1394, dated 05/26/21
1615-24		Notice of Filing of Amended Plan Supplement in Connection with Fourth Amended Joint Chapter 11 Plan of Fieldwood Energy LLC and its Affiliated Debtors (the “Amended Plan Supplement”), ECF No. 1562, dated 06/15/21
1616		Amended Organizational Documents, Exhibit A to Amended Plan Supplement, ECF No. 1562-1, dated 06/15/21
1616-1		Required Disclosures Under Section 1129(a)(5) [To Come], Exhibit B Amended Plan Supplement, ECF No. 1562-1, dated 06/15/21
1616-2		Schedule of Retained Causes of Action, Exhibit C to Amended Plan Supplement, ECF No. 1562-1, dated 06/15/21
1616-3		Schedule of Assumed Contracts, Exhibit D to Amended Plan Supplement, ECF No. 1562-1, dated 06/15/21
1616-4		Plan Administrator Agreement, Exhibit E to Amended Plan Supplement, ECF No. 1562-1, dated 06/15/21
1616-5		Credit Bid Purchase Agreement, Exhibit F to Amended Plan Supplement, ECF No. 1562-1, dated 06/15/21
1616-6		NewCo Organizational Documents, Exhibit G to Amended Plan Supplement, ECF No. 1562-1, dated 06/15/21
1616-7 1616-8		Apache Definitive Documents, Exhibit H to Amended Plan Supplement, ECF No. 1562-1, dated 06/15/21
1616-9		First Lien Exit Facility Agreement, Exhibit I to Amended Plan Supplement, ECF No. 1562-2, dated 06/15/21
1616-10		Second Lien Exit Facility Agreement, Exhibit J to Amended Plan Supplement, ECF No. 1562-2, dated 06/15/21

ECF No.	Date	Description
1616-11		New Intercreditor Agreement [To Come], Exhibit K to Amended Plan Supplement, ECF No. 1562-2, dated 06/15/21
1616-12		New Money Warrant Agreement, Exhibit L to Amended Plan Supplement, ECF No. 1562-2, dated 06/15/21
1616-13		GUC Warrant Agreement, Exhibit M to Amended Plan Supplement, ECF No. 1562-2, dated 06/15/21
1616-14 1616-15		Additional Predecessor Agreements, Exhibit N to Amended Plan Supplement, ECF No. 1562-2, dated 06/15/21
1616-16		Oil and Gas Lease Schedules, Exhibit O to Amended Plan Supplement, ECF No. 1562-2, dated 06/15/21
1616-17		Fifth Amendment to Decommissioning Agreement, FWE-0038569, dated 04/11/18 <i>[filed under seal]</i>
1616-18		Disclosure Statement Order, ECF No. 1286, dated 04/15/21
1616-19		Order (I) Authorizing the Debtors to Enter into Backstop Commitment Letter, (II) Approving All Obligations Thereunder, and (III) Granting Related Relief, ECF No. 1248, dated 04/09/21
1616-20		Order (I) Approving Rights Offering Procedures and Related Forms (II) Authorizing Debtors to Conduct Rights Offerings in Connection with Debtors' Plan of Reorganization, (III) Authorizing Entry Into Equity Backstop Commitment Agreements, (IV) Approving Obligations Thereunder, and (V) Granting Related Relief, ECF No. 1410, dated 05/28/21
1616-21		Notice of Filing of Executed Term Sheet By and Between the Debtors and ENI Petroleum US LLC, ECF No. 1368, dated 05/12/21
1616-22		Notice of Filing of Executed Term Sheet By and Between the Debtors and Hunt Oil Company and its Subsidiaries with exhibits, ECF No 1392, dated 05/24/21
1616-23		Notice to Contract Parties to Executory Contracts and Unexpired Leases of the Schedule of Assumed Contracts and Cure Amounts, ECF No. 1395, dated 05/27/21
1616-24		Notice of Entry of Amended Order (I) Approving Disclosure Statement and Form and Manner of Notice of Disclosure Statement Hearing; (II) Establishing Solicitation and Voting Procedures; (III) Scheduling Confirmation Hearing; (IV) Establishing Notice and Objection Procedures for Confirmation of the Proposed Plan; (V) Approving Notice and Objection Procedures for the Assumption of Executory Contracts and Unexpired Leases; (VI) Approving Procedures for Objections to the Assignment and Transfer of Property of the Estates; and (VII) Granting Related Relief, ECF No. 1290, dated 04/15/21

<i>ECF No.</i>	<i>Date</i>	<i>Description</i>
1616-25		Notice of Filing of Second Amended Schedule of Assumed Contracts and Cure Amounts, ECF No. 1549, dated 05/11/21
1616-26		Declaration of Alex Orchowski of Prime Clerk LLC Regarding Solicitation of Votes and Tabulation of Ballots Cast on the Fourth Amended Joint Chapter 11 Plan of Fieldwood Energy LLC and its Affiliated Debtors, ECF No. 1521 (the "Voting Declaration"), dated 06/07/21
1616-27		Report of Tabulated Ballots, Exhibit A to the Voting Declaration, ECF No. 1521, dated 06/07/21
1616-28		Report of Excluded Ballots, Exhibit B to the Voting Declaration, ECF No. 1521, dated 06/07/21
1616-29		Affidavit of Service of Solicitation Materials with exhibits (the "Solicitation Service Affidavit"), ECF No. 1309-7, dated 04/23/21
1616-30		Letter from the Official Committee of Fieldwood Energy LLC to Class 6A and Class 6B, Exhibit A to Solicitation Service Affidavit, ECF No. 1309-7, dated 04/23/21
1620-3		Declaration of Marc J. Brown in Support of Debtors' Fourth Amended Joint Chapter 11 Plan of Fieldwood Energy LLC and Its Affiliated Debtors, ECF No. 1555, dated 06/14/21 [<i>exhibits previously filed with redactions</i>]
1620-4		Letter from D. Grzyb to R. Russell re: Surety: Everest Reinsurance Company, dated 04/16/21
1620-5		P&A Detail File.xlsx, FWE-0000011 [<i>filed under seal</i>]
1620-6		Ongoing Trade Agreement for Unsecured Trade Creditor, FWE-0047929
1620-7		Instruction for Assignment of Record Title Interest in Federal OCS Oil and Gas Lease (Form BOEM-0150) and Assignment of Operating Rights Interest (Form BOEM-0151), dated 01/2020
1620-8		BHP Financial Results Half Year Ended 31 December 2020, FWE-0038903, dated 02/16/21
1620-9 1620-10 1620-11 1620-12 1620-13 1620-14		BP Midstream Partners LP Form 10-K, dated 02/27/20
1620-15		Exxon Mobil Corp Form 10-K, FWE-0039953, dated 02/24/21
1620-16		Hess Corp Form 10-K, FWE-0040076, dated 03/01/21

ECF No.	Date	Description
1620-17		Freeport-McMoRan Inc. Form 10-K, FWE-0038944, dated 02/02/21
1620-18 1620-19 1620-20		Apache Corporation Form 10-K, dated 02/26/21
1620-21		Eni Annual Report 2020, FWE-0039576, dated 04/02/21
1620-22		Fieldwood Energy 13-Week DIP Budget Forecast, dated 06/09/21
1620-23		FWE I Model_2021.4.13_2200 5.1 edit.xlsx, FWE-0037606 [filed under seal]
1620-24		FWE Restructuring Update, FWE-0037963, dated 08/20/20 [filed under seal]
1620-25		Fieldwood Energy LLC, et al. Intercompany Matrix.xlsx, FWE-0037992, dated 07/31/20 [filed under seal]
1620-26		FWI 12.31.20 Financial Statements and consolidating trial balance.xlsx, FWE-0037993, dated 12/31/20 [filed under seal]
1620-27		NewCo Opportunity Overview + Strategic Considerations, FWE-0037994, dated 09/30/20 [filed under seal]
1620-28		NewCo Unencumbered Analysis, FWE-0038042 [filed under seal]
1620-29		UCC Request TB 12172020 1455.xlsx, FWE-0038043 [filed under seal]
1620-30		Wind Down Analysis Summary.xlsx, FWE-0038044 [filed under seal]
1620-31		Field Summary.xlsx, FWE-0045403 [filed under seal]
1625		Standby Letter of Credit No. DBS-20280 for Beneficiary Apache Corporation, dated 09/30/13
1625-1		Standby Letter of Credit No. 839BGC1500968 for Beneficiary Apache Corporation, dated 11/12/15
1625-2		Standby Letter of Credit No. 839BGC1500969 for Beneficiary Apache Corporation, dated 11/12/15
1625-3		Standby Letter of Credit No. 839BGC1500970 for Beneficiary Apache Corporation, dated 11/12/15
1625-4		Amendment to Standby Letter of Credit No. DBS-20280 for Beneficiary Apache Corporation, dated 11/12/15
1625-5		Standby Letter of Credit No. 839BGC1600430 for Beneficiary Apache Corporation, dated 05/23/16
1625-6		Participation Agreement between Deutsche Bank AG New York Branch and HCC International Insurance Company PLC, dated 04/27/16
1625-7		Payment Bond for Bond No. ES00001441, dated 08/30/18

ECF No.	Date	Description
1625-8		Performance Bond for Bond No. LPM9181831, dated 11/9/15
1625-9		Performance Bond for Bond No. LPM9181832, dated 11/9/15
1625-10		Performance Bond for Bond No. LPM9181833, dated 11/9/15
1625-11		Performance Bond for Bond No. LPM9181834, dated 11/9/15
1625-12		Payment Bond for Bond No. PB03251500040, dated 09/27/18
1625-13		BP OTP – FW_Transition Plan_BP_2021.xlsx
1625-14		McMoRan OTP – FW_Transition Plan_McMoRan_2021.xlsx
1625-15		LLOG OTP – FW_Transition Plan_LLOG_2021 (1).xlsx
1625-16		Hess OTP – FW_Transition Plan_Hess_2021.xlsx
1625-17		Notice of Execution of Bonding Commitment Letter by and between Fieldwood Energy LLC and U.S. Specialty Insurance Company, ECF No. 1585, dated 06/16/21
1625-18		Email regarding “BSEE Areas of Concern,” FWE-0000001, dated 02/25/21 <i>[filed under seal]</i>
1625-19		BSEE Infrastructure Concerns, attachment to Email regarding “BSEE Areas of Concern,” FWE-0000002 <i>[filed under seal]</i>
1625-20		Email from L. Herbst to J. Seeger regarding “BSEE Areas of Concern,” FWE-0000003, dated 02/26/21 <i>[filed under seal]</i>
1625-21		Email regarding “Agreed Activity and BSEE Areas of Concern,” FWE-0000004, dated 03/05/21 <i>[filed under seal]</i>
1625-22		BSEE Infrastructure Concerns FW comments.xlsx, attachment to Email regarding “Agreed Activity and BSEE Areas of Concern,” FWE-0000005 <i>[filed under seal]</i>
1625-23		Agreed Activity List vF.pdf, attachment to Email regarding “Agreed Activity and BSEE Areas of Concern,” FWE-0000006 <i>[filed under seal]</i>
1625-25		Fieldwood Energy Summary of Claims, FWE-0045282, dated 12/20 <i>[filed under seal]</i>
1625-26		Joint Operating Agreement by and between Noble Energy Inc. and Samson Offshore Company, dated 07/01/06
1625-27		Ratification and Third Amendment to the MC 948 Unit Operating Agreement, dated 01/08/19
1625-28		Notice of Filing of Second Amended Plan Supplement in Connection With Fourth Amended Joint Chapter 11 Plan of Fieldwood Energy LLC and its Affiliated Debtors, ECF No. 1587, dated 06/16/21

<i>ECF No.</i>	<i>Date</i>	<i>Description</i>
1646-2		Fifth Amended Joint Chapter 11 Plan of Fieldwood Energy LLC and Its Affiliated Debtors, ECF No. 1629, dated 06/16/21 - Amended
1625-30		Surety Bonds Summary
1625-31		John-Paul Hanson Demonstrative, dated 06/21
1646-3		Sources and Uses, dated 06/16/21 – Amended
1805	07/06/2021	Debtors’ Objection to Emergency Motion of Aspen Insurance Company, Berkley Insurance Company and Sirius America Insurance Company for a Stay, Pursuant to Bankruptcy Rule 8007, of the Order Confirming Eighth Amended Joint Chapter 11 Plan of Fieldwood Energy LLC and its Affiliated Debtors, or in the Alternative, for an Order Amending the Confirmation Order, Pursuant to Bankruptcy Rule 9023
1806	07/06/2021	Declaration of Michael Dane in Support of Debtors’ Objection to Emergency Motion of Aspen Insurance Company, Berkley Insurance Company and Sirius America Insurance Company for a Stay, Pursuant to Bankruptcy Rule 8007, of the Order Confirming Eighth Amended Joint Chapter 11 Plan of Fieldwood Energy LLC and its Affiliated Debtors, or in the Alternative, for an Order Amending the Confirmation Order, Pursuant to Bankruptcy Rule 9023

Dated: July 29, 2021
Houston, Texas

/s/ Alfredo R. Pérez
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Certificate of Service

I hereby certify that, on July 29, 2021, a true and correct copy of the foregoing document was served as provided by the Electronic Case Filing System for the United States Bankruptcy Court for the Southern District of Texas.

/s/ Alfredo R. Pérez

Alfredo R. Pérez